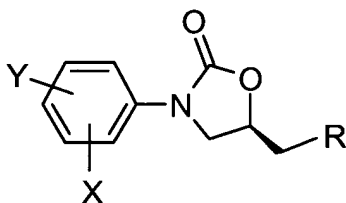


## Amendments to the Claims

This listing of claims will replace all prior versions, and listings of claims in the above subject application:

### Listing of Claims:

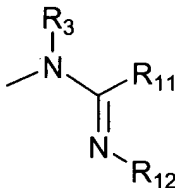
1. (original) A compound of Formula I



Formula I

wherein

R is selected from the group consisting of OH, N<sub>3</sub>, -OR<sub>1</sub>, -O-aryl, -O-heteroaryl, -OSO<sub>2</sub>R<sub>2</sub>, -NR<sub>3</sub>R<sub>4</sub>, and



wherein

- (i) R<sub>1</sub> is benzyl or C<sub>2-6</sub>-acyl;
- (ii) R<sub>2</sub> is selected from the group consisting of phenyl, tolyl, and C<sub>1-8</sub>-alkyl; and
- (iii) R<sub>3</sub> and R<sub>4</sub> are independently selected from the group consisting of hydrogen, C<sub>3-6</sub>-cycloalkyl, phenyl, tert-butoxycarbonyl, fluorenyloxycarbonyl, benzyloxycarbonyl, -CO<sub>2</sub>-R<sub>5</sub>, -CO-R<sub>5</sub>, -CO-SR<sub>5</sub>, -CS-R<sub>5</sub>, P(O)(OR<sub>6</sub>)(OR<sub>7</sub>), -SO<sub>2</sub>-R<sub>8</sub> and C<sub>1-6</sub>-alkyl optionally substituted with 1 to 3 members independently selected from the group consisting of C<sub>1-5</sub>-alkoxycarbonyl, OH, cyano, and halogen, wherein

R<sub>5</sub> is selected from the group consisting of hydrogen, C<sub>3-6</sub>-cycloalkyl, trifluoromethyl, phenyl, benzyl, and C<sub>1-6</sub>-alkyl optionally substituted with 1 to 3 members

independently selected from the group consisting of C<sub>1-5</sub>-alkoxycarbonyl, OH, cyano, halogen, and -NR<sub>9</sub>R<sub>10</sub> in which R<sub>9</sub> and R<sub>10</sub> are independently selected from the group consisting of hydrogen, phenyl and C<sub>1-4</sub>-alkyl;

R<sub>6</sub> and R<sub>7</sub> are independently hydrogen or C<sub>1-4</sub>-alkyl; and

R<sub>8</sub> is phenyl or C<sub>1-4</sub>-alkyl;

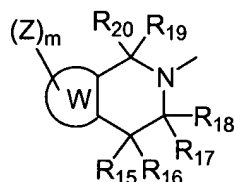
R<sub>11</sub> is selected from the group consisting of hydrogen, alkyl, -OR<sub>13</sub>, -SR<sub>13</sub>, amino, -NR<sub>13</sub>R<sub>14</sub>, aryl(C<sub>1-8</sub>)alkyl, and mono-, di-, tri-, or per-halo C<sub>1-8</sub>-alkyl;

R<sub>12</sub> is selected from the group consisting of CN, -COR<sub>13</sub>, -COOR<sub>13</sub>, -CO-NR<sub>13</sub>R<sub>14</sub>, -SO<sub>2</sub>R<sub>13</sub>, -SO<sub>2</sub>-NR<sub>13</sub>R<sub>14</sub>, and nitro; and

R<sub>13</sub> and R<sub>14</sub> are independently selected from the group consisting of hydrogen, alkyl, and aryl, or R<sub>13</sub> and R<sub>14</sub> taken together with the nitrogen atom to which they are attached form an unsubstituted or substituted pyrrolidinyl, piperidinyl, morpholinyl, thiomorpholinyl, or piperazinyl group;

X is 0 to 4 members independently selected from the group consisting of halogen, OH, mercapto, nitro, halo-C<sub>1-8</sub>-alkyl, C<sub>1-8</sub>-alkoxy, C<sub>1-8</sub>-alkylthio, C<sub>1-8</sub>-alkyl-amino, di(C<sub>1-8</sub>-alkyl)amino, formyl, carboxy, alkoxycarbonyl, C<sub>1-8</sub> alkyl-CO-O-, C<sub>1-8</sub> alkyl-CO-NH-, carboxamide, aryl, heteroaryl, CN, amino, C<sub>3-6</sub>-cycloalkyl, C<sub>1-8</sub>-alkyl optionally substituted with one or more members selected from the group consisting of F, Cl, OH, C<sub>1-8</sub> alkoxy and C<sub>1-8</sub> acyloxy; and

Y is a radical of Formula II:



Formula II

wherein

R<sub>15</sub>, R<sub>16</sub>, R<sub>17</sub>, R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> are each independently selected from the group consisting of hydrogen, CN, nitro, C<sub>1-8</sub>-alkyl, halo-C<sub>1-8</sub>-alkyl, formyl, carboxy, alkoxycarbonyl, carboxamide, aryl, and heteroaryl, or R<sub>15</sub> and R<sub>16</sub> and/or R<sub>17</sub> and R<sub>18</sub> and/or R<sub>19</sub> and R<sub>20</sub> together form an oxo group;

the moiety W represents any five- to ten-membered aromatic or heteroaromatic ring, said heteroaromatic ring having 1 to 4 members selected from the group consisting of S, O, and N;

Z is selected from the group consisting of hydrogen, halogen, amino, alkyl, cycloalkyl, aryl, heteroaryl, heterocyclyl, CN, CHO, alkyl-CO-, alkoxy, (C<sub>1-8</sub>-alkyl)-CONH-, and R<sub>21</sub>R<sub>22</sub>N-alkyl- wherein R<sub>21</sub> and R<sub>22</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub>-alkyl, benzyl, aryl, and heteroaryl, or R<sub>21</sub> and R<sub>22</sub> together with the nitrogen to which they are attached form an unsubstituted or substituted pyrrolidinyl, piperidinyl, morpholinyl, thiomorpholinyl, or piperazinyl group; and

m is 0 or 1

and the pharmaceutically acceptable salts and esters thereof.

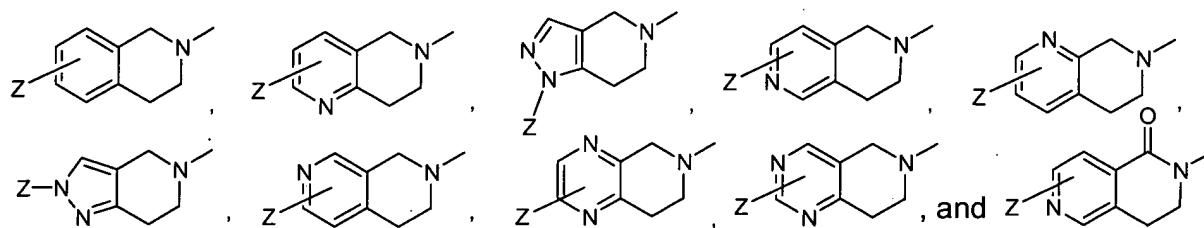
2. (currently amended) The compound of claim 1 wherein X is halogen.

~~hydrogen, alkyl, aryl, and heteroaryl.~~

3. (original) The compound of claim 1 wherein Z is selected from the group consisting of hydrogen, alkyl, aryl, and heteroaryl.

4. (original) The compound of claim 1 wherein the moiety W is a fused phenyl ring or a five- or six-membered heteroaromatic ring having 1 to 4 members selected from the group consisting of S, O, and N.

5. (original) The compound of claim 1 wherein Y is selected from the group consisting of

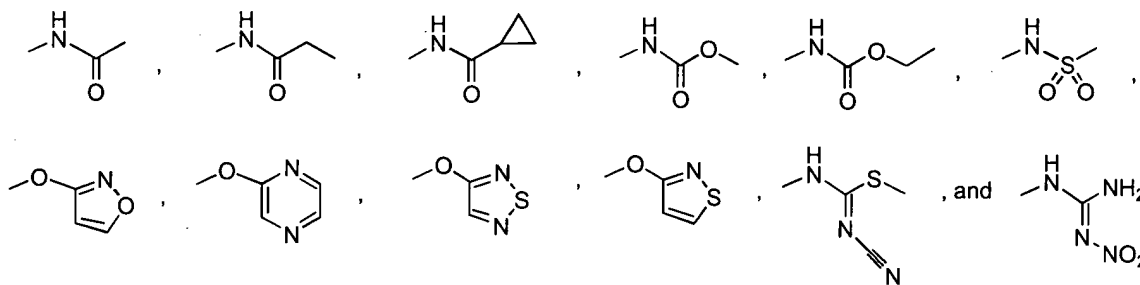


wherein

Z is selected from the group consisting of hydrogen, alkyl, aryl, heteroaryl, alkyl-CO-, and  $R_{21}R_{22}N$ -alkyl- wherein  $R_{21}$  and  $R_{22}$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$ -alkyl, benzyl, aryl, and heteroaryl, or  $R_{21}$  and  $R_{22}$  together with the nitrogen atom to which they are attached form an unsubstituted or substituted pyrrolidinyl, piperidinyl, morpholinyl, thiomorpholinyl, or piperazinyl group.

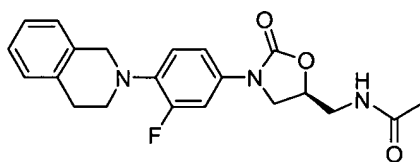
6. (original) The compound of claim 5 wherein X is halogen and Z is selected from the group consisting of hydrogen, alkyl, aryl, and heteroaryl.

7. (original) The compound of claim 1 wherein R is selected from the group consisting of

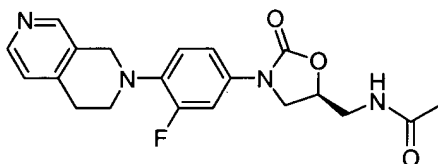


8. (original) The compound of claim 6 wherein X is halogen and Z is selected from the group consisting of hydrogen, alkyl, aryl, and heteroaryl.

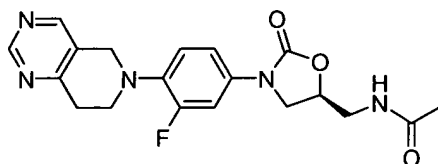
9. (previously presented) A compound of Claim 1 having the formula:



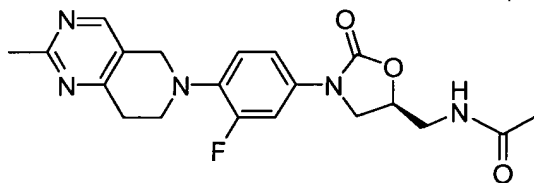
10. (previously presented) A compound of Claim 1 having the formula:



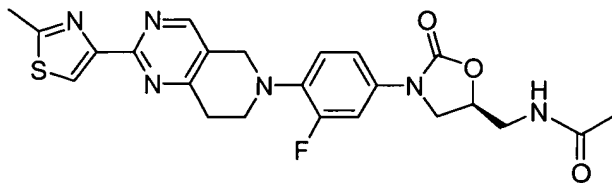
11. (previously presented) A compound of Claim 1 having the formula:



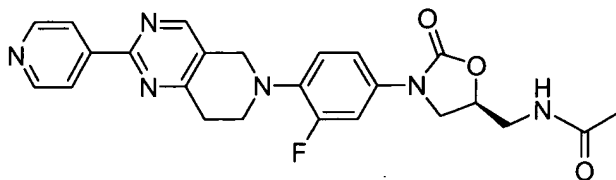
12. (previously presented) A compound of Claim 1 having the formula:



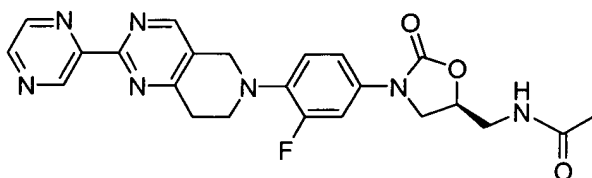
13. (previously presented) A compound of Claim 1 having the formula:



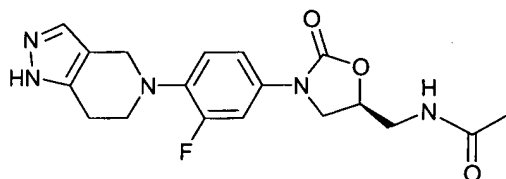
14. (previously presented) A compound of Claim 1 having the formula:



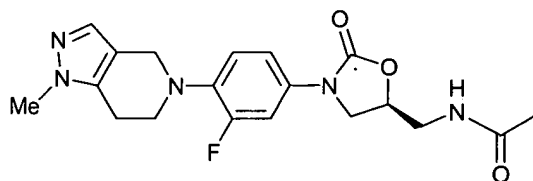
15. (previously presented) A compound of Claim 1 having the formula:



16. (previously presented) A compound of Claim 1 having the formula:



17. (previously presented) A compound of Claim 1 having the formula:



18. (previously presented) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

19 and 20. (cancelled).